

# Freshtrop

Freshtrop Fruits Limited

Registered Office : A - 603, Shapath IV, S. G. Road, Ahmedabad-380 015, Gujarat, INDIA.  
Tel. : +91-79-40307050 - 59 Fax : +91-79-66527069 www.freshtrop.com info@freshtrop.com  
CIN : L15400GJ1992PLC018365

30<sup>th</sup> September, 2016

To,  
The General Manager  
Department of Corporate Services  
**BSE Limited**  
Dalal Street  
Mumbai - 400001

Dear Sir,

**Freshtrop Fruits Limited – Scrip Code 530077**

**Subject: Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the 24<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , enclosed please find details of voting results inclusive of e-voting and poll conducted at the 24<sup>th</sup> Annual General Meeting of the Company held on Thursday, 29<sup>th</sup> September, 2016 at 11.00 a.m. at Sindhu Bhavan, Sindhu Bhavan Marg, Opp Pakwan, Off S. G. Road, Ahmedabad – 380059.

Reports of the Scrutinizer are also enclosed herewith.

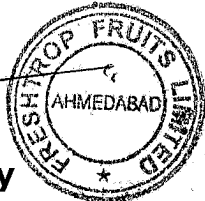
You are requested to kindly take the same on record.

Thanking YOU

Yours faithfully,

**FOR FRESHTROP FRUITS LIMITED**

  
**Jignesh Gandhi**  
Company Secretary



**Unit-I**  
Gat No. 171, Vill. Jaulke, Bombay-Agra Rd.  
Post Ozar, Tal. Dindori,  
Dist. Nasik-422 207, Maharashtra, INDIA  
Tel. : +91-2557-279 172  
Fax : +91-2557-279 108

**Unit-II**  
Survey No. 1366, Savlej-Wayfale Rd.  
Post Siddhewadi, Tal. Tasgaon  
Dist. Sangli-416 311, Maharashtra, INDIA  
Tel. : +91-2346-254 871 / 2 / 3  
Fax : +91-2346-254 874

**Unit-IV**  
Gat No. 598/1, Vill. Janori,  
Tal. Dindori,  
Dist. Nasik-422 206  
Maharashtra, INDIA  
Tel. : +91-2557-202 852-54

Details of Voting Results – 24<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016

|    |   |                                  |
|----|---|----------------------------------|
| 1. | Date of the AGM   | 29 <sup>th</sup> September, 2016 |
| 2. | Total number of shareholders on record date   | 6085                             |
| 3. | No. of shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> <li>▪ Promoters and Promoter Group</li> <li>▪ Public</li> </ul> | 6                                |
| 4. | No. of Shareholders attended the meeting through video conferencing <ul style="list-style-type: none"> <li>▪ Promoters and Promoter Group</li> <li>▪ Public</li> </ul>          | 35                               |
|    |   | Not arranged                     |

Agenda-wise disclosure

**RESOLUTION NO. 1**

Resolution required: (Ordinary / Special)

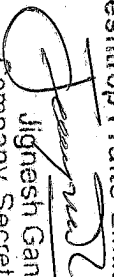
ORDINARY – Adoption of audited financial statements together with reports of Board of Directors and Auditor's Report for the year ended on 31<sup>st</sup> March, 2016

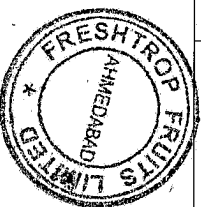
Whether promoter/promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting                | No. of shares held | No. of votes polled: | % of votes Polled on outstanding shares | No. of Votes – In Favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|-------------------------------|--------------------|----------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
|                             |                               | (1)                | (2)                  | (3) = [(2)/(1)]*100                     | (4)                      | (5)                  | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group | E-Voting                      | 69,26,676          | 69,26,676            | 100.00                                  | 69,26,676                | 0                    | 100.00                               | 0.00                               |
|                             | Poll                          |                    | 0                    | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|                             | Postal Ballot (If Applicable) |                    |                      |   |                          |                      |                                      |                                    |
|                             | Total                         | 69,26,676          | 69,26,676            | 100.00                                  | 69,26,676                | 0                    | 0.00                                 | 0.00                               |
| Public Institutions         | E-Voting                      | -                  | 0                    | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|                             | Poll                          |                    | 0                    | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|                             | Postal Ballot (If Applicable) |                    |                      |   |                          |                      |                                      |                                    |
|                             | Total                         |                    | 0                    | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
| Public-Non Institutions     | E-Voting                      | 52,18,324          | 79,987               | 1.53                                    | 79,981                   | 6                    | 99.99                                | 0.00                               |
|                             | Poll                          |                    | 2,94,601             | 5.65                                    | 2,94,601                 | 0                    | 0.00                                 | 0.00                               |
|                             | Postal Ballot (If Applicable) |                    |                      |   |                          |                      |                                      |                                    |
|                             | Total                         | 52,18,324          | 3,74,588             | 7.18                                    | 3,74,582                 | 6                    | 99.99                                | 0.00                               |
| Total                       |                               | 1,21,45,000        | 73,01,264            | 60.11                                   | 73,01,258                | 6                    | 99.99                                | 0.00                               |

For, Freshrop Fruits Limited

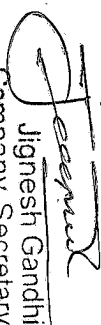
  
Jignesh Gandhi  
Company Secretary



**RESOLUTION NO. 2**

| Resolution required: (Ordinary / Special)                                |                               | ORDINARY – Declaration of dividend @ 10% (₹1.00) per share on the face value of ₹10 each for the financial year 2015-16. |                     |   |                          |                      |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |                      |                                      |                                    |
| Category   | Mode of Voting                | No. of shares held   | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes – In Favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group  | E-Voting                      | (1)<br>69,26,676   | (2)<br>69,26,676    | (3) = [(2)/(1)]*100<br>100.00           | (4)<br>69,26,676         | (5)<br>0             | (6) = [(4)/(2)]*100<br>100.00        | (7) = [(5)/(2)] *100<br>0.00       |
|  | Poll                          |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |  |                     |   |                          |                      |                                      |                                    |
|  | Total                         | 69,26,676  | 69,26,676           | 100.00                                  | 69,26,676                | 0                    | 0.00                                 | 0.00                               |
| Public Institutions  | E-Voting                      |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Poll                          |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |  |                     |   |                          |                      |                                      |                                    |
|  | Total                         |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
| Public-Non Institutions  | E-Voting                      | 52,18,324  | 79,987              | 1.53                                    | 79,981                   | 6                    | 99.99                                | 0.00                               |
|  | Poll                          |  | 2,94,601            | 5.65                                    | 2,94,601                 | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |  |                     |   |                          |                      |                                      |                                    |
|  | Total                         | 52,18,324  | 3,74,588            | 7.18                                    | 3,74,582                 | 6                    | 99.99                                | 0.00                               |
| Total  | Total                         | 1,21,45,000  | 73,01,264           | 60.11                                   | 73,01,258                | 6                    | 99.99                                | 0.00                               |

For, Freshrop Fruits Limited

  
Jignesh Gandhi  
Company Secretary



**RESOLUTION NO. - 3**

| Resolution required: (Ordinary / Special)                                |                               | ORDINARY – Re-appointment of Mrs. Nanita Motiani (DIN: 00787809) who retires by rotation |                     |   |                          |                      |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | Yes  |                     |   |                          |                      |                                      |                                    |
| Category   | Mode of Voting                | No. of shares held   | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes – In Favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group  | E-Voting                      | (1)<br>69,26,676   | (2)<br>60,11,430    | (3) = [(2)/(1)]*100<br>86.79            | (4)<br>60,11,430         | (5)<br>0             | (6) = [(4)/(2)]*100<br>100.00        | (7) = [(5)/(2)]*100<br>0.00        |
|  | Poll                          |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |  |                     |   |                          |                      |                                      |                                    |
| Public Institutions  | Total                         | 69,26,676  | 60,11,430           | 86.79                                   | 60,11,430                | 0                    | 0.00                                 | 0.00                               |
|  | E-Voting                      |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Poll                          |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
| Public-Non Institutions  | Postal Ballot (If Applicable) |  |                     |   |                          |                      |                                      |                                    |
|  | Total                         |  | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | E-Voting                      |  | 79,987              | 1.53                                    | 79,981                   | 6                    | 99.99                                | 0.00                               |
| Total  | Poll                          |  | 2,94,601            | 5.65                                    | 2,94,601                 | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |  |                     |   |                          |                      |                                      |                                    |
|  | Total                         | 52,18,324  | 3,74,588            | 7.18                                    | 3,74,582                 | 6                    | 99.99                                | 0.00                               |
|  |                               | 1,21,45,000  | 63,86,018           | 52.58                                   | 63,86,012                | 6                    | 99.99                                | 0.00                               |

For, Freshtrop Fruits Limited

*Jignesh Gandhi*  
Jignesh Gandhi  
Company Secretary



**RESOLUTION NO. - 4**

Resolution required: (Ordinary / Special)


ORDINARY – Ratification of appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. – 106109W) as Statutory Auditors of the Company and fixing their remuneration.

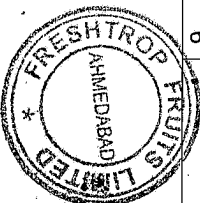
Whether promoter/promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting                | No. of shares held | No. of votes polled | % of votes Polled on outstanding shares<br>(3) = [(2)/(1)]*100 | No. of Votes – In Favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6) = [(4)/(2)]*100 | % of Votes against on votes polled<br>(7) = [(5)/(2)]*100 |
|-----------------------------|-------------------------------|--------------------|---------------------|--|---------------------------------|-----------------------------|---|---|
| Promoter and Promoter Group | E-Voting                      | (1)<br>69,26,676   | (2)<br>69,26,676    | 100.00   | (4)<br>69,26,676                | 0                           | (6) = [(4)/(2)]*100<br>100.00                               | (7) = [(5)/(2)]*100<br>0.00                               |
|                             | Poll                          |                    | 0                   | 0.00   | 0                               | 0                           | 0.00  | 0.00  |
|                             | Postal Ballot (If Applicable) |                    |                     |  |                                 |                             |   |   |
|                             | Total                         | 69,26,676          | 69,26,676           | 100.00   | 69,26,676                       | 0                           | 0.00  | 0.00  |
| Public Institutions         | E-Voting                      | -                  | 0                   | 0.00   | 0                               | 0                           | 0.00  | 0.00  |
|                             | Poll                          |                    | 0                   | 0.00   | 0                               | 0                           | 0.00  | 0.00  |
|                             | Postal Ballot (If Applicable) |                    |                     |  |                                 |                             |   |   |
|                             | Total                         |                    | 0                   | 0.00   | 0                               | 0                           | 0.00  | 0.00  |
| Public-Non Institutions     | E-Voting                      | 52,18,324          | 79,987              | 1.53   | 79,981                          | 6                           | 99.99   | 0.00  |
|                             | Poll                          |                    | 2,94,601            | 5.65   | 2,94,601                        | 0                           | 0.00  | 0.00  |
|                             | Postal Ballot (If Applicable) |                    |                     |  |                                 |                             |   |   |
|                             | Total                         | 52,18,324          | 3,74,588            | 7.18   | 3,74,582                        | 6                           | 99.99   | 0.00  |
| Total                       |                               | 1,21,45,000        | 73,01,264           | 60.11  | 73,01,258                       | 6                           | 99.99   | 0.00  |

For, Freshrop Fruits Limited

  
Jigresh Gandhi  
Company Secretary



**RESOLUTION NO. - 5**

Resolution required: (Ordinary / Special)

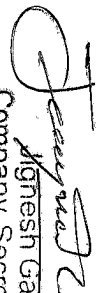
SPECIAL – Re-appointment of Mr. Ashok Motiani (DIN: 00124470) as a Managing Director for a further period of three years w.e.f. 01.08.2016

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

| Category                    | Mode of Voting                | No. of shares held | No. of votes polled | % of votes Polled on outstanding shares<br>(3) = [(2)/(1)] * 100 | No. of Votes – In Favour | No. of Votes against | % of Votes in favour on votes polled<br>(6) = [(4)/(2)] * 100 | % of Votes against on votes polled<br>(7) = [(5)/(2)] * 100 |
|-----------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|----------------------|---|---|
| Promoter and Promoter Group | E-Voting                      | (1)                | (2)                 | (3)  | (4)                      | (5)                  | (6)   | (7)   |
|                             | Poll                          | 69,26,676          | 53,10,553           | 76.66  | 53,10,553                | 0                    | 100.00  | 0.00  |
|                             | Postal Ballot (If Applicable) |                    | 0                   | 0.00   | 0                        | 0                    | 0.00  | 0.00  |
| Public Institutions         | Total                         | 69,26,676          | 53,10,553           | 76.66  | 53,10,553                | 0                    | 0.00  | 0.00  |
|                             | E-Voting                      |                    | 0                   | 0.00   | 0                        | 0                    | 0.00  | 0.00  |
|                             | Postal Ballot (If Applicable) |                    | 0                   | 0.00   | 0                        | 0                    | 0.00  | 0.00  |
| Public-Non Institutions     | Total                         | 52,18,324          | 79,987              | 1.53   | 79,981                   | 6                    | 99.99   | 0.00  |
|                             | E-Voting                      |                    | 2,94,601            | 5.65   | 2,94,601                 | 0                    | 0.00  | 0.00  |
|                             | Postal Ballot (If Applicable) |                    |                     |  |                          |                      |   |   |
| Total                       | Total                         | 52,18,324          | 3,74,588            | 7.18   | 3,74,582                 | 6                    | 99.99   | 0.00  |
|                             |                               | 1,21,45,000        | 56,85,141           | 46.81  | 56,85,135                | 6                    | 99.99   | 0.00  |

For, Freshrop Fruits Limited

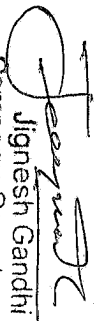
  
Agnesh Gandhi  
Company Secretary



**RESOLUTION NO. - 6**

| Resolution required: (Ordinary / Special)                                |                               | SPECIAL – Adoption of new set of Article of Association of the Company. |                     |   |                          |                      |                                      |                                    |
|--|-------------------------------|---|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No  |                     |   |                          |                      |                                      |                                    |
| Category   | Mode of Voting                | No. of shares held  | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes – In Favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group  | E-Voting                      | (1) 69,26,676   | (2) 69,26,676       | (3) = [(2)/(1)]*100<br>100.00           | (4) 69,26,676            | (5) 0                | (6) = [(4)/(2)]*100<br>100.00        | (7) = [(5)/(2)]*100<br>0.00        |
|  | Poll                          |   | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |   |                     |   |                          |                      |                                      |                                    |
|  | Total                         | 69,26,676   | 69,26,676           | 100.00                                  | 69,26,676                | 0                    | 0.00                                 | 0.00                               |
| Public Institutions  | E-Voting                      |   | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Poll                          |   | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |   |                     |   |                          |                      |                                      |                                    |
|  | Total                         |   | 0                   | 0.00                                    | 0                        | 0                    | 0.00                                 | 0.00                               |
| Public-Non Institutions  | E-Voting                      | 52,18,324   | 79,987              | 1.53                                    | 79,981                   | 6                    | 99.99                                | 0.00                               |
|  | Poll                          |   | 2,94,601            | 5.65                                    | 2,94,601                 | 0                    | 0.00                                 | 0.00                               |
|  | Postal Ballot (If Applicable) |   |                     |   |                          |                      |                                      |                                    |
|  | Total                         | 52,18,324   | 3,74,588            | 7.18                                    | 3,74,582                 | 6                    | 99.99                                | 0.00                               |
| Total  |                               | 1,21,45,000   | 73,01,264           | 60.11                                   | 73,01,258                | 6                    | 99.99                                | 0.00                               |

For, Freshrop Fruits Limited

  
Jignesh Gandhi  
Company Secretary



# *R. S. Sharma & Associates*

Company Secretaries

402, 'Panchdeep', Nr. Mayur Colony, Mithakhali Six Road, Navrangpura, Ahmedabad-380 009.  
Tele No. : (O) 26561301 (R) 26753786

## Report of Scrutinizer

Form No. MGT 13

*[Pursuant to sections 108 & 109 of the companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

September 29, 2016

To,  
The Chairman of 24<sup>th</sup> Annual General Meeting  
Freshtrop Fruits Limited  
A-603, Shapath IV, Opp Karnavati Club,  
Ahmedabad-380015.

Dear Chairman,

Subject: Consolidated Scrutinizer's Report on Remote e-voting and Poll Process of 24<sup>th</sup> Annual General Meeting held on September 29, 2016

By resolution of the Board of Directors dated May 26, 2016 of the Company, I the undersigned have been appointed as the Scrutinizer to ensure that the process of remote e-Voting as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and Poll Process under section 109 of the Act, at the meeting are complied with in respect of the 24<sup>th</sup> Annual General Meeting of the Company held on September 29, 2016 in accordance with the aforesaid rules.

It is the responsibility of the management of the Company to ensure that the compliance with the requirements of the Companies Act, 2013 and rules relating to the remote e-Voting and poll process at the meeting for the resolutions contained in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company are made. My responsibility as a Scrutinizer for the remote e-Voting for the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as mentioned in the Notice of the 24<sup>th</sup> AGM., based on the report generated from the remote e-Voting system provided by the Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide remote e-Voting facilities.

This report is being made to enable you to declare the result of the resolutions proposed to be passed at the aforesaid AGM of the Company.





1. The Company has entered into an arrangement with the Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide remote e-voting facilities for the voting through the electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purpose of identification of the members who will be entitled to vote on the resolution placed for the approval for the shareholder was September 22, 2016.
3. As prescribed in the rule 20(3) of the Companies (Management and Administration) Rules, 2014 and mentioned in the Notice of 24<sup>th</sup> Annual General Meeting of the Company, the remote e-voting facilities was kept open for three days from September 26, 2016 (09.00 a.m.) to September 28, 2016 (05.00 p.m.).
4. At the end of the remote e-voting period on September 28, 2016 (05.00 p.m.) remote e-voting portal of service provider was blocked forthwith.
5. During the AGM after the time fixed for closing of the Poll by the Chairman, one Poll box kept for polling was locked in my presence.
6. After the AGM, the Poll box kept for voting was immediately opened by me in the presence of Mr. Jigar Trivedi and Mrs. Monali Maheshwari.
7. There were 38 shareholders in total present at the meeting present in person or by proxies.
8. On Thursday, September 29, 2016 at 1.15 p.m. after counting vote cast at the meeting by Poll Papers and the votes cast through remote e-voting process were unblocked by me in the presence of Mr. Jayantibhai Vaishya and Mr. Jigar Trivedi
9. The Poll papers were reconciled with the record maintained by the Registrar and Share Transfer Agent and the authorities/ proxies lodged with the Company.
10. The Poll papers which were incomplete and /or which were found defective have been treated as invalid and kept separately.



Consolidated Report on result of voting through electronic means and voting by Poll is as under:

**Resolution No. 1 (ORDINARY RESOLUTION)**

**Adoption of Audited Accounts for the year ended on 31<sup>st</sup> March, 2016**

(i) Votes in **favour** of the resolution

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 39                      | 7301258                      | 99.9999                               |

(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1                       | 6                            | 0.0001                                |

(iii) **Invalid** votes :

| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 0                       | 0                                  |

**Resolution No. 2 (ORDINARY RESOLUTION)**

**Declaration of Final Dividend on Equity Shares**

(i) Votes in **favour** of the resolution

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 39                      | 73,01,258                    | 99.9999                               |

(ii) Voted **against** the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1                       | 6                            | 0.0001                                |

(iii) **Invalid** votes :



|                         |                                    |
|-------------------------|------------------------------------|
| Number of members Voted | Total number of votes cast by them |
| 0                       | 0                                  |

**Resolution No. 3 (ORDINARY RESOLUTION)**

**Appointment of Mrs. Nanita Motiani as Director retiring by rotation**

(i) Votes in **favour** of the resolution

|                         |                              |                                       |
|-------------------------|------------------------------|---------------------------------------|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
| 38                      | 63,86,012                    | 99.9999                               |

(ii) Voted **against** the resolution:

|                         |                              |                                       |
|-------------------------|------------------------------|---------------------------------------|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
| 1                       | 6                            | 0.0001                                |

(iii) **Invalid** votes :

|                         |                                    |
|-------------------------|------------------------------------|
| Number of members Voted | Total number of votes cast by them |
| 0                       | 0                                  |

Smt. Nanita Motiani being interested so her votes are not counted for this resolution.

**Resolution No. 4 (ORDINARY RESOLUTION)**

**Ratification of Appointment of M/s Mayank Shah & Associates, Chartered Accountants, As Statutory Auditors of the Company**

(i) Votes in **favour** of the resolution

|                         |                              |                                       |
|-------------------------|------------------------------|---------------------------------------|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
| 39                      | 73,01,258                    | 99.9999                               |

(ii) Voted **against** the resolution:

|                         |                              |                                       |
|-------------------------|------------------------------|---------------------------------------|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|                         |                              |                                       |



|   |   |        |
|---|---|--------|
|   |   |        |
| 1 | 6 | 0.0001 |

(iii) **Invalid votes :**

|                         |                                    |
|-------------------------|------------------------------------|
| Number of members Voted | Total number of votes cast by them |
| 0                       | 0                                  |

**Resolution No. 5 (SPACIAL RESOLUTION)**

Re-appointment of Mr. Ashok Motiani (DIN: 00124470) as a Managing Director for a further period of three years w.e.f. 01.08.2016.

(i) **Votes in favour of the resolution**

|                         |                              |                                       |
|-------------------------|------------------------------|---------------------------------------|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
| 38                      | 56,85,135                    | 99.9999                               |

(ii) **Voted against the resolution:**

|                         |                              |                                       |
|-------------------------|------------------------------|---------------------------------------|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
| 1                       | 6                            | 0.0001                                |

(iii) **Invalid votes :**

|                         |                                    |
|-------------------------|------------------------------------|
| Number of members Voted | Total number of votes cast by them |
| 0                       | 0                                  |

Shri Ashok Motiani being interested so his votes are not counted for this resolution.

**Resolution No. 6 (SPECIAL RESOLUTION)**

**Adoption of new set of Article of Association of the Company (Special Resolution)**

(i) **Votes in favour of the resolution**

|                         |                              |                                       |
|-------------------------|------------------------------|---------------------------------------|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
| 39                      | 73,01,258                    | 99.9999                               |

(ii) **Voted against the resolution:**

|                         |                 |                            |
|-------------------------|-----------------|----------------------------|
| Number of members Voted | Number of votes | % of total number of valid |
|-------------------------|-----------------|----------------------------|



|   | cast by them | votes cast |
|---|--------------|------------|
| 1 | 6            | 0.0001     |

(iii) **Invalid votes :**

| Number of members Voted | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 0                       | 0                                  |

Note:

1) A compact disc (CD) containing a list of equity shareholders who voted "FOR," "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

2) The Postal Ballot Papers register and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Date: September 29, 2016  
Place: Ahmedabad



Thanking you,  
Yours faithfully,  
For, R.S.Sharma & Associates

Company Secretaries  
(CS R. S. Sharma)  
(M. No: 3126, C.P. No. 2118)  
Scrutinizer for AGM

Witness:

(Jayantibhai Vaishya)

(Jigar Trivedi)